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Attorneys for Plaintiff
GOOGLE INC.

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

-----)	
GOOGLE INC.,)
a Delaware corporation,)
)
Plaintiff,)
)
v.)
)
RICHARD WOLFE d/b/a)
FROOGLES.COM,)
an individual,)
)
Defendant.)
-----)	

CV-05-1779 (TCP) (ETB)

**INITIAL DISCLOSURE PURSUANT TO FED. R. CIV. P. 26(a)
BY PLAINTIFF, GOOGLE INC.**

Pursuant to Fed. R. Civ. P. 26(a), Plaintiff, Google Inc. ("Plaintiff" and/or "Google"),
makes the following disclosures:

A. The name, address and telephone number of each individual likely to have knowledge of discoverable facts:

1. Michelle Vidano, Group Product Marketing Manager
GOOGLE INC.
1600 Amphitheatre Parkway
Mountain View, California 94043
Telephone: (650) 253-0000

Ms. Vidano has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Vidano has knowledge relating to the development, launch and operation of Google's Froogle internet search and online shopping service.

2. Pearl Renaker, Product Manager
GOOGLE INC.
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Ms. Renaker has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Renaker has knowledge relating to the development, launch and operation of Google's Froogle internet search and online shopping service.

3. Debbie Newhouse, Product Marketing Manager
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Ms. Newhouse has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and

goodwill associated therewith. Ms. Newhouse has knowledge relating to the development, launch and operation of Google's Froogle internet search and online shopping service.

4. Craig Nevill-Manning, Engineering Director
GOOGLE INC.
1440 Broadway
21st Floor
New York, New York 10018
Telephone: (212) 624-9600

Mr. Nevill-Manning has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Nevill-Manning has knowledge regarding the development, launch and technological features of Google's Froogle internet search and online shopping service.

5. Karl Pfleger, Software Engineer
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Mr. Pfleger has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Pfleger has knowledge regarding the development, launch and technological features of Google's Froogle internet search and online shopping service.

6. Larry Schwimmer, Senior Operations Engineer
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Mr. Schwimmer has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Schwimmer has knowledge regarding the development and technological features of Google's Froogle internet search and online shopping service.

7. Laura DeBonis, Online Sales and Operations Director
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Ms. DeBonis has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. DeBonis has knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service.

8. Rebecca Fullmer, Online Operations Associate Manager
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Ms. Fullmer has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Fullmer has knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service.

9. David Krane, Director of Corporate Communications
GOOGLE INC.
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Mountain View, California 94043
Telephone: (650) 253-0000

Mr. Krane has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Krane has knowledge regarding the launch of and public statements made relating to Google's Froogle internet search and online shopping service.

10. Devin Ivester, Senior Designer, Corporate Communications
GOOGLE INC.
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Mountain View, California 94043
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Mr. Ivester has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Ivester has knowledge regarding the launch of and public statements made relating to Google's Froogle internet search and online shopping service.

11. Daniel Levin, Public Relations Specialist
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Telephone: (650) 253-0000

Mr. Levin has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Levin has knowledge regarding the launch of and public statements made relating to Google's Froogle internet search and online shopping service.

12. Eileen Rodriguez, Manager, Consumer Public Relations
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Ms. Rodriguez has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Rodriguez has knowledge regarding the launch of and public relations activities relating to Google's Froogle internet search and online shopping service.

13. Christina Ip-Toma, Manager, Vertical Operations
GOOGLE INC.
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Ms. Ip-Toma has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Ip-Toma has knowledge regarding the launch and technological features of Google's Froogle internet search and online shopping service.

14. Brian Axe, Senior Product Manager
GOOGLE INC.
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Mr. Axe has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Axe has knowledge regarding the launch and technological features of Google's Froogle internet search and online shopping service.

15. Anthony DiMarco, Inside Sales Director
GOOGLE INC.
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Mr. DiMarco has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. DiMarco has knowledge regarding the launch and operation of Google's Froogle internet search and online shopping service.

16. Emily White, Ad Words Manager
GOOGLE INC.
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Telephone: (650) 253-0000

Ms. White has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. White has knowledge regarding the launch and operation of Google's Froogle internet search and online shopping service.

17. David Fischer, Director, Online Sales and Operations
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Mr. Fischer has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Fischer has knowledge regarding the launch and operation of Google's Froogle internet search and online shopping service.

18. John Barabino, Director, Worldwide Web Search and Syndication
GOOGLE INC.
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Mr. Barabino has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Barabino has knowledge regarding the development, launch and operation of Google's Froogle internet search and online shopping service.

19. Celia Saino, Product Marketing Management Director
GOOGLE INC.
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Ms. Saino has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Saino has knowledge regarding the launch and operation of Google's Froogle internet search and online shopping service.

20. Kim Aldrich, Product Marketing Management Director
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Ms. Aldrich has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Aldrich has knowledge regarding the launch and operation of Google's Froogle internet search and online shopping service.

21. Salar Kamangar, Vice President, Product Management
GOOGLE INC.
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Telephone: (650) 253-0000

Mr. Kamangar has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Kamangar may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

22. Marissa Mayer, Director, Consumer Web Products
GOOGLE INC.
1600 Amphitheatre Parkway
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Ms. Mayer has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Mayer may have knowledge regarding the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

23. Jonathan Rosenberg, Vice President of Product Management
GOOGLE INC.
1600 Amphitheatre Parkway
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Mr. Rosenberg has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and

goodwill associated therewith. Mr. Rosenberg may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

24. Sergey Brin, Founder and President, Technology
GOOGLE INC.
1600 Amphitheatre Parkway
Mountain View, California 94043
Telephone: (650) 253-0000

Mr. Brin has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Brin may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

25. Larry Page, Founder and President, Products
GOOGLE INC.
1600 Amphitheatre Parkway
Mountain View, California 94043
Telephone: (650) 253-0000

Mr. Page has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Mr. Page may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

26. Sheryl Sandberg, Vice President, Global Sales and Online Operations
GOOGLE INC.
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Mountain View, California 94043
Telephone: (650) 253-0000

Ms. Sandberg has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Sandberg may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

27. Susan Wojcicki, Vice President, Product Management
GOOGLE INC.
1600 Amphitheatre Parkway
Mountain View, California 94043
Telephone: (650) 253-0000

Ms. Wojcicki has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill associated therewith. Ms. Wojcicki may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

28. Eric Schmidt, Chief Executive Officer
GOOGLE INC.
1600 Amphitheatre Parkway
Mountain View, California 94043
Telephone: (650) 253-0000

Dr. Schmidt has knowledge relating to Google's history, corporate information, Google's goods and services, use of its GOOGLE names and marks and the fame, value and goodwill

associated therewith. Dr. Schmidt may have knowledge relating to the launch and operation of Google's Froogle internet search and online shopping service, which would be limited to a high-level senior management perspective.

29. Rose Hagan, Esq., Senior Trademark Counsel
GOOGLE INC.
1600 Amphitheatre Parkway
Mountain View, California 94043
Telephone: (650) 253-0000

Ms. Hagan has knowledge relating to Google's use of its GOOGLE names and marks, Google's federal registration portfolio and Google's trademark policing efforts, as well as inadmissible settlement discussions with Defendant's former counsel.

Plaintiff reserves the right to supplement the foregoing list with information relevant to the facts alleged in Plaintiff's Complaint.

B. A description by category and/or copy of representative documents, data compilations, and tangible things in the possession, custody, or control of Plaintiff which are relevant to facts alleged with particularity in the Complaint:

Plaintiff has in its possession, custody or control documents that may be relevant to facts alleged with particularity in the pleadings. The documents are available for inspection on reasonable notice at the offices of WINSTON & STRAWN LLP, 200 Park Avenue, New York, New York 10166. In the alternative, Plaintiff may elect to provide copies of the documents to Defendant. Plaintiff reserves the right to withhold documents that are privileged. The documents in Plaintiff's possession, custody or control are described as follows:

1. Google's product and company information;

2. Google's 2004 annual report;
3. Documents relating to Google's corporate history and adoption of its GOOGLE names and marks;
4. Google's Articles of Incorporation;
5. Documents pertaining to Google's United States federal service mark registrations and applications for marks containing or comprised of GOOGLE® and FROOGLE;
6. Representative advertisements and brochures demonstrating use of Google's GOOGLE® names and marks from 1997 to date in connection with internet search engine services national consumer and trade media;
7. Representative media schedules relating to Google's advertising and promotion of its internet search engine services from 1997 to date;
8. Representative examples of letterhead and stationery bearing Google's GOOGLE® names and marks;
9. Representative industry and consumer awards received by Google from 1997 to date;
10. Representative examples of favorable unsolicited publicity in national consumer and trade media regarding Google's internet search engine services;
11. Documents relating to Google's 2004 initial public offering of its stock;

12. Documents relating to Google's FROOGLE online shopping and search engine service;
13. Documents reflecting Google's brand awareness and consumer recognition of the GOOGLE mark;
14. Documents containing Defendant's publicly available comments regarding Google;
15. Documents relating to prior proceedings between the parties involving the marks GOOGLE, FROOGLE and FROOGLES; and
16. Documents relating to Defendant.

Plaintiff reserves the right to supplement its initial production of representative documents, data compilations and tangible things in the possession, custody or control of Plaintiff which are relevant to the facts alleged in Plaintiff's Complaint.

C. A computation of any category of damages claimed by Plaintiff:

Plaintiff did not assert a claim for damages in its original Complaint, but reserves the right to amend its Complaint and to supplement its Initial Disclosures as appropriate.


D. Plaintiff has not yet determined who it will call as an expert witness in this matter.

E. No insurance agreement under which any person carrying on an insurance business may be liable to satisfy part or all of a judgment which may be entered in the action against Plaintiff

or to indemnify Plaintiff or reimburse for payments made by Plaintiff to satisfy the judgment exists.

Dated: July 29, 2005

By:


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OF COUNSEL:

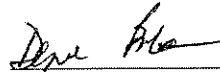
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CERTIFICATE OF SERVICE

I hereby certify that on July 29, 2005 a true and correct copy of the foregoing Initial Disclosure Pursuant to Fed. R. Civ. P. 26(a) by Plaintiff, Google Inc. was duly served on counsel of record for Defendant by electronic mail and U.S. first class pre-paid mail in an envelope addressed as follows:

Robert L. Powley, Esq. (rlpowley@powleylaw.com)
Law Office of Robert L. Powley, P.C.
417 Canal Street, 4th Floor
New York, New York 10013



Denise Bolden